#### ROBINSON BRUCE A

Form 4 July 22, 2008

## FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB

**OMB APPROVAL** 

Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

may continue. See Instruction Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* **ROBINSON BRUCE A** 

2. Issuer Name and Ticker or Trading

Symbol

**COMMERCIAL NATIONAL** FINANCIAL CORP /PA [CNAF] 5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 07/22/2008

\_X\_\_ Director 10% Owner Officer (give title \_ Other (specify

900 LIGONIER STREET, PO BOX

(Street)

(State)

429

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

LATROBE, PA 15650

(City)

(City)	(State)	(Zip) Tab	le I - Non-l	Derivativ	e Secu	rities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)		esed of 4 and (A) or	` ′	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, \$2.00 Par Value	07/22/2008		P	300	A	\$ 13.4933	14,534	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amou	int of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	m: .1	or		
						Exercisable	Date	Title	Number		
				G 1 W	(A) (B)				of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
•	Director	10% Owner	Officer	Other		
ROBINSON BRUCE A 900 LIGONIER STREET PO BOX 429 LATROBE, PA 15650	X					

# **Signatures**

Reporting Person

Bruce A. 07/22/2008 Robinson \*\*Signature of Date

# **Explanation of Responses:**

- If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. ensation at a regularly scheduled meeting of the LMI Board to be held after the closing of the Merger.

#### LMI Board Committees

In accordance with the Merger Agreement, the LMI Board also established an Operating Committee effective upon the closing to the Merger. The LMI Board appointed directors to the Operating Committee and to its other standing committees, the Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee, effective upon the closing of the Merger.

Following the resignations and elections described above, the composition of the LMI Board and its committees effective upon the closing of the Merger will be as follows:

Reporting Owners 2

				Nominating &	
				Corporate	
Director	Term	Audit	Compensation	Governance	Operating
Class	Expires	Committee	Committee	Committee	Committee
Class III	2018				
Class I	2019				
Class I	2019				
Class I	2019				
Class III	2018				
Class III	2018				
Class II	2017				
Class II	2017				
Class II	2017				
	Class III Class I Class I Class I Class II Class III Class III Class III Class II	Class         Expires           Class III         2018           Class I         2019           Class I         2019           Class I         2019           Class III         2018           Class III         2018           Class II         2017           Class II         2017	Class         Expires         Committee           Class III         2018         2019           Class I         2019         2019           Class I         2019         2019           Class III         2018         2018           Class III         2018         2017           Class II         2017         2017	Class III         Expires         Committee         Committee           Class III         2018         2019         2019         2019         2019         2019         2019         2019         2019         2019         2018         2019         2018         2018         2018         2018         2018         2018         2017         2018         2017         2	Director Term Audit Compensation Governance Class III 2018 Class I 2019 Class I 2019 Class I 2019 Class III 2018 Class III 2017 Class III 2017

<sup>« =</sup> Chairman of the Board = Lead Independent Director = Committee Chair = Committee member

#### Item 7.01 Regulation FD Disclosure

On January 6, 2017, the Company announced that, as contemplated by the Merger Agreement, its Board of Directors has declared a third special cash dividend of \$0.50 per share of common stock. The dividend is payable to the Company s stockholders of record as of January 16, 2017, and is expected to be paid on January 31, 2017.

Subject to the satisfaction of the remaining closing conditions, the Company expects the Merger to close following the close of business on January 31, 2017. However, there can be no assurance that the closing of the Merger will occur by that time or at all.

#### Item 8.01. Other Events

For purposes of Item 8.01 of this Form 8-K, a copy of the press release is filed herewith as Exhibit 99.1 and incorporated by reference herein.

#### Item 9.01. Financial Statements and Exhibits

(d) Exhibits

- 10.1 Form of Cooperation Agreement, to be entered into by and among LogMeIn, Inc., Elliott Associates, L.P., Elliott International, L.P. and Elliot International Capital Advisors Inc. (incorporated by reference to Exhibit 10.1 to the Registration Statement on Form S-4/A filed by LogMeIn, Inc. on November 18, 2016).
- 99.1 Press release entitled LogMeIn Announces New Board of Directors for Combined Company Following Merger with Citrix s GoTo Business, issued by the Company on January 6, 2017.

### Cautionary Language Concerning Forward-Looking Statements

Information set forth in this filing constitutes forward-looking statements concerning the Company, Citrix, GetGo, Inc. (<u>GetGo</u>), the proposed transactions and other matters, including statements with respect to the anticipated timing of the completion of the merger. These forward-looking statements are based on the current expectations, beliefs and assumptions of the management of the Company, Citrix and GetGo, and there can be no assurance that future developments affecting the parties will be those that the parties anticipate.

Among the risks and uncertainties that could cause actual results to differ from those described in the forward-looking statements are the following: (1) the occurrence of any event, change or other circumstances that could give rise to the termination of the merger agreement, (2) the risk that the Company s stockholders may not approve the issuance of the Company common stock in connection with the proposed merger, (3) the risk that the necessary regulatory approvals may not be obtained or may be obtained subject to conditions that are not anticipated, (4) risks that any of the closing conditions to the proposed merger, including Citrix s distribution of the shares of GetGo, may not be satisfied in a timely manner, (5) risks related to disruption of management time from ongoing business operations due to the proposed transactions, (6) failure to realize the estimated synergies or growth from the proposed transactions or that such benefits may take longer to realize than expected, (7) risks related to unanticipated costs of integration of GetGo by the Company, (8) the effect of the announcement of the proposed transactions or the consummation of the proposed transactions on the ability of the Company and Citrix to retain and hire key personnel and maintain relationships with their key business partners and customers, and on their operating results and businesses generally, (9) the length of time necessary to consummate the proposed transactions, (10) adverse trends in economic conditions generally or in the industries in which the Company and Citrix operate, (11) adverse changes to, or interruptions in, relationships with third parties unrelated to the announcement, (12) the Company s ability to compete effectively and successfully and to add new products and services, (13) the Company s ability to successfully manage and integrate acquisitions, (14) the ability to attract new customers and retain existing customers in the manner anticipated, (15) unanticipated changes relating to competitive factors in the parties industries, and (16) the business interruptions in connection with the Company s technology systems. Discussions of additional risks and uncertainties are contained in the Company s, Citrix s and GetGo s filings with the U.S. Securities and Exchange Commission (the SEC ). None of the Company Citrix or GetGo is under any obligation, and each expressly disclaim any obligation, to update, alter, or otherwise revise any forward-looking statements, whether written or oral, that may be made from time to time, whether as a result of new information, future events, or otherwise. Persons reading this announcement are cautioned not to place undue reliance on these forward-looking statements which speak only as of the date hereof.

#### No Offer or Solicitation

This filing is not intended to and does not constitute an offer to sell or the solicitation of an offer to subscribe for or buy or an invitation to purchase or subscribe for any securities or the solicitation of any vote in any jurisdiction pursuant to the proposed transactions or otherwise, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended. Subject to certain exceptions to be approved by the relevant regulators or certain facts to be ascertained, the public offer will not be made directly or indirectly, in or into any jurisdiction where to do so would constitute a violation of the laws of such jurisdiction, or by use of the mails or by any means or instrumentality (including without limitation, facsimile transmission, telephone and the internet) of interstate or foreign commerce, or any facility of a national securities exchange, of any such jurisdiction.

#### Important Additional Information Filed with the SEC

In connection with the proposed transaction, the Company filed a registration statement on Form S-4 with the SEC on September 16, 2016, as amended on October 20, 2016, November 18, 2016 and December 13, 2016, and which was

## Edgar Filing: ROBINSON BRUCE A - Form 4

declared effective on December 15, 2016. This registration statement includes a proxy statement that also

constitutes a prospectus, which was sent to the Company s stockholders on or about December 20, 2016. Stockholders are urged to read the proxy statement/prospectus and any other relevant documents when they become available, because they will contain important information about the Company, GetGo, Citrix and the proposed merger. The proxy statement/prospectus and other documents relating to the proposed transactions (when they become available) can also be obtained free of charge from the SEC s website at www.sec.gov. The proxy statement/prospectus and other documents (when they are available) can also be obtained free of charge from LogMeIn upon written request to LogMeIn, Inc., Investor Relations, 333 Summer Street, Boston, MA 02210 or by calling (781) 897-0694.

#### Participants in the Solicitation

This communication is not a solicitation of a proxy from any security holder of the Company. However, the Company, Citrix and certain of their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from stockholders of the Company in connection with the proposed transaction under the rules of the SEC. Information about the directors and executive officers of Citrix may be found in its Annual Report on Form 10-K filed with the SEC on February 18, 2016, and its definitive proxy statement relating to its 2016 Annual Meeting of Shareholders filed with the SEC on April 29, 2016. Information about the directors and executive officers of the Company may be found in its Annual Report on Form 10-K filed with the SEC on February 19, 2016, and its definitive proxy statement relating to its 2016 Annual Meeting of Stockholders filed with the SEC on April 8, 2016.

#### **SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

### LOGMEIN, INC.

Date: January 6, 2017 By: /s/ Michael J. Donahue

Name: Michael J. Donahue

Title: Senior Vice President, General Counsel and

Secretary

## LOGMEIN, INC.

## **Exhibit Index**

Exhibit Number	Description of Exhibit
10.1	Form of Cooperation Agreement, to be entered into by and among LogMeIn, Inc., Elliott Associates, L.P., Elliott International, L.P. and Elliot International Capital Advisors Inc. (incorporated by reference to Exhibit 10.1 to the Registration Statement on Form S-4/A filed by LogMeIn, Inc. on November 18, 2016).
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